

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Mikshag, Inc. 131 Avenida Victoria San Clemente, CA 92672		-				8,200.50
Account No.						
Mister G's 120 North Main Viroqua, WI 54665		-				192.00
Account No.						
Mob, Inc. Attn: Chad Schoeman 29763 Santa Maria Drive Sun City, CA 92587		-				5.30
Account No.						
Modern Data Products, Inc. 22122 Sherman Way Canoga Park, CA 91303		-				4,423.19
Account No.						
Morrison & Foerster LLP File No. 72497 Post Office Box 60000 San Francisco, CA 94160		-				4,082.42
Sheet no. <u>27</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 16,903.41

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Motorbrands USA Post Office box 580 Sturbridge, MA 01566	-						9,946.00
Account No.							
Mount Holly Powersports Route 38 Lumberton, NJ 08048	-						61.42
Account No.							
MX No Fear US 2251 Faraday Avenue Suite A Carlsbad, CA 92008	-						1,047.00
Account No.							
Nautical Sports Center 2150 North Kiowa Avenue Suite A-100 Lake Havasu City, AZ 86405	-						78.00
Account No.							
NC Rate Bureau	-						1,901.00

 Sheet no. 28 of 43 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

 Subtotal
 (Total of this page)

13,033.42

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.							
Next Level Apparel 3128 Harcourt Street Compton, CA 90221	-						2,902.50
Account No.							
Nicole Moates 1901 Mead Lane Oklahoma City, OK 73170	-						1,060.64
Account No.							
Nitro Circus 14852 South Heritage Crest Way Suite D Riverton, UT 84065	-						2,797.57
Account No.							
Nu Image Components, Inc. 1290 Dodson Way Riverside, CA 92507	-						2,275.26
Account No.							
Oakley Inc. File 55716 Los Angeles, CA 90074	-						24,882.00
Sheet no. <u>29</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							33,917.97

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Olander Enterprise 1225 Puerta Del Sol #300 San Clemente, CA 92673	-					21,052.21
Account No.						
One Industries 12270 World Trade Drive Suite 103 San Diego, CA 92128	-					202,717.81
Account No.						
One Step Data 320 West Arden Suite 110 Glendale, CA 91203	-					250.00
Account No.						
Optimal Integrated Solutions 2260 Rutherford Road Suite 105 Carlsbad, CA 92008	-					214.00
Account No.						
Orange Twenty One No. America 2070 Las Palmas Drive Carlsbad, CA 92011	-					54,162.50
Sheet no. <u>30</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						278,396.52

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Outdoor Products 4401 D Street NW Suite B Auburn, WA 98001	-					4,311.00
Account No.						
Outdoor Sports 9100 East Valley Road Prescott Valley, AZ 86314	-					704.50
Account No.		December 14, 2010 Guaranty to secure purchase orders by No Fear Retail Stores, Inc., to P-Max Apparel, Inc.				
P-Max Apparel Inc. 16 Technology No. 126 Irvine, CA 92618	-					24,200.63
Account No.						
Pacific Solutions, Inc. 970 West Broadway #E-285 Jackson, WY 83001	-					154.89
Account No.						
Paul Hunter 1812 Aston Avenue Carlsbad, CA 92008	-					1,912.50
Sheet no. 31 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						31,283.52

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Plastic Displays Manufacturing 3941 Park Drive Suite 20-310 El Dorado Hills, CA 95762	-						2,569.03
Account No.							
PQL 2285 Ward Avenue Simi Valley, CA 93065	-						80.06
Account No.							
Pre-Paid Legal Services, Inc. Post Office Box 2629 Ada, OK 74820	-						573.75
Account No.							
Premier Cylinder Exchange Post Office Box 6470 Oceanside, CA 92052	-						3,022.16
Account No.							
Price Waterhouse Coopers LLP 5375 Mira Sorrento Place San Diego, CA 92121	-						19,690.00
Sheet no. <u>32</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							25,935.00
Subtotal (Total of this page)							25,935.00

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Primedia 13266 Collection Center Drive Chicago, IL 60693		-					107.00
Account No.							
Pro Kart Indoor Racing 12500 Chowen Avenue Burnsville, MN 55306		-					57.10
Account No.							
Provantage 7249 Whipple Avenue NW North Canton, OH 44720		-					248.88
Account No.							
PSNC Energy Post Office Box 100256 Columbia, SC 29202		-					32.31
Account No.							
Qingdao Msa Eyewear Pkg Co Ltd 2-308 Shenghe Bldg No 58 Shandongtou Road, Laoshan Qingdao 266101		-					10,000.00
Subtotal (Total of this page)							10,445.29

Sheet no. 33 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
QMX Motorsports 535-8 Highway 49 Jackson, CA 95642		-					212.12
Account No.							
Quantum Optics Lockbox 749784 Post Office box 749784 Los Angeles, CA 90074		-					32,058.68
Account No.							
Raymond L. Hamel Trustee Of The Ray Hamel Trust 1028 Pacific Beach Drive San Diego, CA 92109		-					40,000.00
Account No.							
Real Dirty Racing 1741 Pacific Coast Highway Suite B Lomita, CA 90717		-					837.00
Account No.							
Reeder Lu LLP 2121 Avenue Of The Stars Suite 950 Los Angeles, CA 90067		-					9,500.39
Subtotal (Total of this page)							82,608.19

Sheet no. 34 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Resource Marketing Post Office Box 231765 Encinitas, CA 92023			-					432.00
Account No. Road Champs, Inc. File 56444 Los Angeles, CA 90074			-					7,024.00
Account No. Rogers Sports Management Group dba Factory Direct Internation 337 S Main St Findlay, OH 45840		Note Payable	-					446,790.90
Account No. Rooster Group Attn: Kirk Brown 17280 No. Green Mountain Road San Antonio, TX 78247			-					21,298.24
Account No. Round 5 Corporation 2820 14th Avenue Suite 101 Markham ON L3R OS9			-					1,295.62
Sheet no. <u>35</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page) 476,840.76

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
RSM McGladery Inc. 5155 Payshere Circle Chicago, IL 60674		-					18,050.00
Account No.							
Scope Imports 6300 W Loop South Suite 100 Bellaire, TX 77401		-					6,996.00
Account No.							
Serigraphic Screen Printing 2505 Larson Street La Crosse, WI 54602		-					8,629.12
Account No.							
Shui dba Faisst Industries 37430 Applegate Road Murrieta, CA 92563		-					420.00
Account No.							
SIA.05 Registration Department 833 Alexandria, VA 22334		-					105.00
Sheet no. <u>36</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							34,200.12

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Silver Triangle Industries 11211 Sorrento Valley Road Suite I San Diego, CA 92121		-					1,689,436.55
Account No.							
Skiva Graphics Screenprinting 2258 Rutherford Road Carlsbad, CA 92008		-					29,783.03
Account No.							
So. Cal Baby 2000 Corporate Drive #1324 Ladera Ranch, CA 92694		-					1,324.00
Account No.							
Sonette, Inc. dba Flexxfit LLC Post Office Box 30191 Charlotte, NC 28230		-					24.12
Account No.							
SPS Commerce 1450 Energy Park Drive Suite 127 Saint Paul, MN 55108		-					400.00
Sheet no. <u>37</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							1,720,967.70

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
SRH Productions 2826 La Miranda Drive Suite B Vista, CA 92083	X	-					327,186.23
Account No.							
Staples Business Advantage Department LA Post Office Box 83689 Chicago, IL 60696		-					16,107.09
Account No.							
Steel Mills 236 Inland Center Drive San Bernardino, CA 92408		-					2,884.83
Account No.							
Stetina Brunda Garred& Brucker 75 Enterprise Suite 250 Aliso Viejo, CA 92656		-					82,671.47
Account No.							
Stevie Wright		-					1,310.00
Subtotal (Total of this page)							430,159.62

Sheet no. 38 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Suburban Noize 105 West Alameda Avenue Suite 230 Burbank, CA 91502		-					38,464.67
Account No.							
Sullen Clothing, Inc. 16291 Gothard Street Huntington Beach, CA 92647		-					481.50
Account No.							
Sun Glass Guy		-					285.00
Account No.							
Suntrust Bank Commerical Credit Services Box 4418 MC 0039 Atlanta, GA 30302		-					20,722.83
Account No.							
Super Trader, Inc. 1111 South Hill Street Third Floor Los Angeles, CA 90015		-					7,483.71

Sheet no. 39 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

67,437.71

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Surburban Propane 1333 Berryhill Road Charlotte, NC 28208		-					3,287.15
Account No.							
TD Footwear LLC 7280 West Palmetto Park Road Suite 202n Boca Raton, FL 33433		-					2,101.40
Account No.							
Ted and Susan Samuelson 4720 84th Avenue SE Mercer Island, WA 98040		-					58.33
Account No.							
Time Warner Cable Post Office Box 60506 City of Industry, CA 91716		-					906.50
Account No.							
Total Funds by Hasler Post Office Box 894757 Los Angeles, CA 90189		-					7,554.79
Sheet no. <u>40</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							13,908.17

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Tri-R Coffee & Vending Post Office Box 230875 Encinitas, CA 92023		-					4,864.55
Account No.							
Truth Industries 169 Radio Road Corona, CA 92879		-					36,457.84
Account No.							
UR Eternity 58-08 37th Avenue Woodside, NY 11377		-					937.50
Account No.							
Utopia Brands, Inc. 2270 Camino Vida Roble Suite N Carlsbad, CA 92011		-					469.00
Account No.							
Valu Display Post Office Box 2288 Whittier, CA 90610		-					220.23
Sheet no. 41 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							42,949.12

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Varsity Contractors, Inc. Post Office Box 1692 Pocatello, ID 83204	-						4,480.00
Account No.							
Verizon Wireless Post Office Box 660108 Dallas, TX 75266	-						160.87
Account No.							
Virtual Graffiti, Inc. 9979 Muirlands Boulevard Irvine, CA 92618	-						1,547.43
Account No.							
W.O.R. International 15612 East First Street Baldwin Park, CA 91706	-						598.82
Account No.							
Waxie Sanitary Supply Post Office Box 81006 San Diego, CA 92138	-						1,051.65
Subtotal (Total of this page)							7,838.77

Sheet no. 42 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Woodward 1 Automotive 24713 Crestview Court Farmington, MI 48335		-					1,988.55
Account No.							
Worldwide Dynasty dba Hip Hop Wholesale 20630 Superior Street Chatsworth, CA 91311		-					3,584.94
Account No.							
Xtreme Couture 1720 Apollo Court Seal Beach, CA 90740		-					1,773.54
Account No.							
Account No.							

Sheet no. 43 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page)

7,347.03

Total
(Report on Summary of Schedules)

13,262,588.36

B6G (Official Form 6G) (12/07)

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

Blaine Motorheadz LLC
225a Northtown Dr
Minneapolis, MN 55434

License and Purchase Agreement, dated August 19, 2009, as amended

Blue Belly Studios
1812 Aston Ave
Carlsbad, CA 92008

Graphic Design Services Agreement, dated April 28, 2010, as amended

Brands Holdings Limited
Regent House 1-3 Queensway
Redhill, Surrey RH1 1QT
United Kingdom

Shareholders Agreement, dated October 2, 2005

Cobra-Blackmore
1811 Aston Ave
Carlsbad, CA 92008

Standatd Industrial/Commercial Single-Tenant Lease
- Net, dated February 21, 2007

Enterprise Fleet Services
6330 Marindustry Dr
San Diego, CA 92121-2533

Lease for 2005 International Box Van

Exit West Enterprises, Inc
1760 Kaiser Ave
Irvine, CA 92614

License and Purchase Agreement, dated December 9, 2009

Gatorz, Inc
1812 Aston Ave
Carlsbad, CA 92008

Amended and Restated Share Exchange Agreement,
dated December 3, 2009

Illicit Wear, Inc.
330 Sand Island Access Rd
Ste 107
Honolulu, HI 96819

License and Purchase Agreement, Dated May 27, 2009, as amended

J.T.M.X., LLC
1812 Aston Ave
Carlsbad, CA 92008

Asset and Stock Purchase Agreement, dated July 11, 2007

J2, LLC
1812 Aston Ave
Carlsbad, CA 92008

Asset and Stock Purchase Agreement, dated July 11, 2007

Jeffrey Surwall
1812 Aston Ave
Carlsbad, CA 92008

Asset and Stock Purchase Agreement, dated July 11, 2007

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Mazzei Inc. 1001 Higuera Street C San Luis Obispo, CA 93401	License and Purchase Agreement, dated August 19, 2009, as amended.
No Fear Int'l Ltd c/o Int'l Brands Mgmt Ltd Redhill, Surrey RH11 QT United Kingdom	Trade Mark and Intellectual Property Licence Agreement, dated October 2, 2005
No Fear MX, Inc 1812 Aston Ave Carlsbad, CA 92008	Asset and Stock Purchase Agreement, dated July 11, 2007
No Fear Retail Stores, Inc 1812 Aston Ave Carlsbad, CA 92008	Management Agreement, dated September 1, 2006
PepsiCo, Inc. 700 Anderson Hill Rd Purchase, NY 10577-1444	Amended and Restated License Agreement, dated January 1, 2006
Ralph's Sportswear LLC 1225 Rachel Circle Escondido, CA 92026	Trademark License Agreement, dated February 10, 2011
RPAC Racing, LLC 7065 Zephyr Place NW Concord, NC 28027	Lease Agreement for 7065 Zephyr Place, Concord, NC, dated December 1, 2009
Silver Triangle Industries 11211 Sorrento Valley Road Suite I San Diego, CA 92121	Trademark License Agreement, dated February 10, 2011

B6H (Official Form 6H) (12/07)

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR**NAME AND ADDRESS OF CREDITOR**

Boris Said, III
1437 Paint Mountain Rd
Escondido, CA 92029
25% ownership interest in property

SunTrust Bank
PO Box 79079
Baltimore, MD 21279-0079

Brian Simo
1218 Aston Ave
Carlsbad, CA 92008
Personal Guarantor

Michael L. Galardi
517 Ocean Bluff
Encinitas, CA 92024

Brian Simo
1812 Aston Ave
Carlsbad, CA 92008

SunTrust Bank
PO Box 79079
Baltimore, MD 21279-0079

Brian Simo
1812 Aston Ave
Carlsbad, CA 92008

James T. Waring & Kathy Waring
Trustees of the Waring Family
7965 La Jolla Scenic Drive No.
La Jolla, CA 92037

Dale Earnhardt, Jr
1812 Aston St
Carlsbad, CA 92008
25% ownership interest in property

SunTrust Bank
PO Box 79079
Baltimore, MD 21279-0079

Mark Simo
1812 Aston Ave
Carlsbad, CA 92008
Personal Guarantor

SunTrust Bank
PO Box 79079
Baltimore, MD 21279-0079

Mark Simo
1812 Aston Ave
Carlsbad, CA
Personal Guarantor

SRH Productions
2826 La Miranda Drive
Suite B
Vista, CA 92083

Mark Simo
1812 Aston Ave
Carlsbad, CA 92008
Personal Guarantor

Michael L. Galardi
517 Ocean Bluff
Encinitas, CA 92024

Mark Simo
1812 Aston Ave
Carlsbad, CA 92008

James T. Waring & Kathy Waring
Trustees of the Waring Family
7965 La Jolla Scenic Drive No.
La Jolla, CA 92037

B7 (Official Form 7) (04/10)

United States Bankruptcy Court
Southern District of California

In re SIMO HOLDINGS, INC., a California corporation

Debtor(s)

Case No. 11-02898Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$1,807,381.00	2011 YTD:
\$12,814,569.00	2010:
\$15,020,265.00	2009:

2. Income other than from employment or operation of business

None

☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

b. *Debtor whose debts are not primarily consumer debts.* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See attachment to SOFA 3b		\$0.00	\$0.00

None

c. *All debtors.* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
See Attachment 3c		\$0.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
FMF Racing v. Simo Holdings, Inc. Case No. 37-2010-00055973-CU-BC-NC	Breach of Contract	Superior Court of the State of California, County of San Diego 325 South Melrose Vista, CA 92081 North County	Writ of Attachment After Hearing issued September 17, 2010
Jido & Juniar, Inc. v. Simo Holdings, Inc. Case No. 37-2010-00062478-CU-BC-NC	Breach of Contracts, Enforcement of Promissory Note and Enforcement of Stock Pledge Agreement	Superior Court of the State of California, County of Los Angeles North County Division, Vista Regional Center 325 South Melrose Drive Vista, CA 92081	Filed December 2, 2010

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

SIMO HOLDINGS, INC., ATTACHMENT TO SOFA 3b				
Check #	Check Date	Vendor Name	Payee Name	Check Amount
3723	12/7/2010	VESTAL WATCH INC	VESTAL WATCH INC	3,000.00
3724	12/13/2010	BORIS SAID	BORIS SAID	1,894.46
3725	12/13/2010	CHRISTOPHER WILLES	CHRISTOPHER WILLES	619.99
3726	12/13/2010	DANIEL & GEORGIA LA PORTE	DANIEL & GEORGIA LA PORTE	1,528.76
3727	12/13/2010	ELECTRIC	ELECTRIC	8,333.33
3728	12/13/2010	Jamie Middleton	Jamie Middleton	1,698.63
3729	12/13/2010	JAMES T WARING & KATHY WARING	JAMES T WARING & KATHY WARING	176.88
3730	12/13/2010	KAREN SILEO	KAREN SILEO	1,146.06
3731	12/13/2010	MICHAEL GALARDI	MICHAEL GALARDI	9,863.02
3732	12/13/2010	ONE INDUSTRIES	ONE INDUSTRIES	1,351.78
3734	12/15/2010	VESTAL WATCH INC	VESTAL WATCH INC	1,200.00
3739	12/15/2010	CANDYGIRL CREATIONZ	CANDYGIRL CREATIONZ	1,712.00
3740	12/15/2010	KALAN LP	KALAN LP	1,519.84
3741	12/15/2010	SHAWSHANK LEDZ INC	SHAWSHANK LEDZ INC	1,729.60
3742	12/27/2010	BORIS SAID	BORIS SAID	1,833.34
3743	12/27/2010	BORIS SAID	BORIS SAID	1,894.46
3744	12/27/2010	BORIS SAID	BORIS SAID	1,833.34
3745	12/27/2010	CHRISTOPHER WILLES	CHRISTOPHER WILLES	600.00
3746	12/27/2010	CHRISTOPHER WILLES	CHRISTOPHER WILLES	620.00
3747	12/27/2010	CHRISTOPHER WILLES	CHRISTOPHER WILLES	599.99
3748	12/27/2010	DANIEL & GEORGIA LA PORTE	DANIEL & GEORGIA LA PORTE	1,479.46
3749	12/27/2010	DANIEL & GEORGIA LA PORTE	DANIEL & GEORGIA LA PORTE	1,528.76
3750	12/27/2010	DANIEL & GEORGIA LA PORTE	DANIEL & GEORGIA LA PORTE	1,479.45
3751	12/27/2010	Jamie Middleton	Jamie Middleton	1,643.83
3752	12/27/2010	Jamie Middleton	Jamie Middleton	1,698.63
3753	12/27/2010	Jamie Middleton	Jamie Middleton	1,643.84
3754	12/27/2010	JAMES T WARING & KATHY WARING	JAMES T WARING & KATHY WARING	171.17
3755	12/27/2010	JAMES T WARING & KATHY WARING	JAMES T WARING & KATHY WARING	176.88
3756	12/27/2010	JAMES T WARING & KATHY WARING	JAMES T WARING & KATHY WARING	171.17
3757	12/27/2010	KAREN SILEO	KAREN SILEO	1,109.09
3758	12/27/2010	KAREN SILEO	KAREN SILEO	1,146.06
3759	12/27/2010	METAL MULISHA CLOTHING	METAL MULISHA CLOTHING	918.41
3760	12/27/2010	ONE INDUSTRIES	ONE INDUSTRIES	1,315.07
3761	12/27/2010	ONE INDUSTRIES	ONE INDUSTRIES	1,358.90
3762	12/27/2010	ONE INDUSTRIES	ONE INDUSTRIES	1,315.07
3763	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	509.59
3764	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	409.32
3765	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	276.51
3766	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	1,659.06
3767	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	540.26
3768	1/4/2011	UPS SUPPLY CHAIN SOLUTIONS INC	UPS SUPPLY CHAIN SOLUTIONS INC	351.47
3769	1/12/2011	VIRTUAL GRAFFITI INC	VIRTUAL GRAFFITI INC	1,000.00
3777	1/18/2011	MICHAEL GALARDI	MICHAEL GALARDI	10,191.78
ACH011711	1/17/2011	DIRECT TV	DIRECT TV	164.63
3784	2/15/2011	LANDSBERG	LANDSBERG	3092.13

Simo Holdings
Attachment to SOFA 3c

Check Date	Check #	Payee Name	Check Amount	
3/3/2010	241981	BRIAN SIMO	16,758.64	Expenses
3/26/2010	1049	BRIAN SIMO	13,733.12	Expenses
4/26/2010	2249	BRIAN SIMO	4,620.00	Expenses
5/5/2010	2307	BRIAN SIMO	10,000.00	Expenses
5/14/2010	2394	BRIAN SIMO	7,000.00	Expenses
5/14/2010	2399	BRIAN SIMO	7,009.82	Expenses
6/4/2010	2579	BRIAN SIMO	7,475.38	Expenses
6/18/2010	2670	BRIAN SIMO	44,121.80	Expenses
7/8/2010	2838	BRIAN SIMO	5,166.58	Expenses
8/6/2010	3089	BRIAN SIMO	10,428.97	Expenses
8/19/2010	3365	BRIAN SIMO	31,438.55	Expenses
9/13/2010	3496	BRIAN SIMO	5,000.00	Expenses
9/20/2010	3526	BRIAN SIMO	10,000.00	Expenses
10/21/2010	3643	BRIAN SIMO	5,000.00	Expenses
10/21/2010	3644	BRIAN SIMO	5,000.00	Expenses
10/21/2010	3645	BRIAN SIMO	5,000.00	Expenses
10/21/2010	3646	BRIAN SIMO	2,476.99	Expenses
2/26/2010	1371	BRIAN SIMO	18,250.00	Payroll
3/12/2010	1373	BRIAN SIMO	18,301.52	Payroll
3/26/2010	1375	BRIAN SIMO	19,164.40	Payroll
4/9/2010	1377	BRIAN SIMO	19,110.00	Payroll
4/23/2010	1379	BRIAN SIMO	19,110.00	Payroll
5/7/2010	1381	BRIAN SIMO	19,110.00	Payroll
5/21/2010	1383	BRIAN SIMO	19,710.00	Payroll
6/4/2010	1385	BRIAN SIMO	19,710.00	Payroll
6/18/2010	1387	BRIAN SIMO	18,710.00	Payroll
7/2/2010	1389	BRIAN SIMO	18,710.00	Payroll
7/16/2010	1391	BRIAN SIMO	18,710.00	Payroll
7/30/2010	1393	BRIAN SIMO	18,710.00	Payroll
8/13/2010	1395	BRIAN SIMO	18,710.00	Payroll
8/27/2010	1400	BRIAN SIMO	18,724.50	Payroll
9/10/2010	1490	BRIAN SIMO	19,710.00	Payroll
9/24/2010	1402	BRIAN SIMO	17,739.00	Payroll
10/8/2010	1404	BRIAN SIMO	17,739.00	Payroll
10/22/2010	1406	BRIAN SIMO	17,739.00	Payroll
11/5/2010	1408	BRIAN SIMO	17,739.00	Payroll
6/8/2010	2590	KENNETH AURIGEMMA	191.98	Expenses
6/18/2010	2709	KENNETH AURIGEMMA	980.96	Expenses
2/26/2010	80001	KENNETH AURIGEMMA	3,312.49	Payroll
3/12/2010	100001	KENNETH AURIGEMMA	3,312.48	Payroll
3/26/2010	120001	KENNETH AURIGEMMA	3,312.48	Payroll

4/9/2010	140001 KENNETH AURIGEMMA	3,312.46	Payroll
4/23/2010	160001 KENNETH AURIGEMMA	3,312.48	Payroll
5/7/2010	180001 KENNETH AURIGEMMA	3,312.48	Payroll
5/21/2010	200001 KENNETH AURIGEMMA	3,312.47	Payroll
6/4/2010	220001 KENNETH AURIGEMMA	3,312.49	Payroll
6/18/2010	240001 KENNETH AURIGEMMA	3,312.48	Payroll
7/2/2010	1488 KENNETH AURIGEMMA	3,312.48	Payroll
7/16/2010	300001 KENNETH AURIGEMMA	3,312.47	Payroll
7/30/2010	1489 KENNETH AURIGEMMA	3,312.48	Payroll
8/13/2010	320001 KENNETH AURIGEMMA	3,312.48	Payroll
8/27/2010	340001 KENNETH AURIGEMMA	3,312.48	Payroll
9/10/2010	360001 KENNETH AURIGEMMA	3,312.48	Payroll
9/24/2010	380001 KENNETH AURIGEMMA	3,312.47	Payroll
10/8/2010	400001 KENNETH AURIGEMMA	3,312.48	Payroll
10/22/2010	1500 KENNETH AURIGEMMA	3,312.48	Payroll
11/5/2010	440001 KENNETH AURIGEMMA	3,361.04	Payroll
3/15/2010	242083 MARK SIMO	893.91	Interest
4/15/2010	2173 MARK SIMO	989.68	Interest
5/17/2010	2423 MARK SIMO	957.76	Interest
6/15/2010	2651 MARK SIMO	2,095.17	Interest
7/14/2010	2888 MARK SIMO	1,344.06	Interest
8/10/2010	3326 MARK SIMO	1,388.86	Interest
5/14/2010	2379 MARK SIMO	10,000.00	Note Payment
7/9/2010	2863 MARK SIMO	5,000.00	Note Payment
8/2/2010	3030 MARK SIMO	116,527.40	Note Payment
8/2/2010	3031 MARK SIMO	47,000.00	Note Payment
2/26/2010	1372 MARK SIMO	10,776.59	Payroll
3/12/2010	1374 MARK SIMO	10,776.59	Payroll
3/26/2010	1376 MARK SIMO	10,776.59	Payroll
4/9/2010	1378 MARK SIMO	10,776.59	Payroll
4/23/2010	1380 MARK SIMO	10,850.11	Payroll
5/7/2010	1382 MARK SIMO	11,814.99	Payroll
5/21/2010	1384 MARK SIMO	12,236.59	Payroll
6/4/2010	1386 MARK SIMO	12,236.59	Payroll
6/18/2010	1388 MARK SIMO	12,236.59	Payroll
7/2/2010	1390 MARK SIMO	12,236.59	Payroll
7/16/2010	1392 MARK SIMO	12,236.59	Payroll
7/30/2010	1394 MARK SIMO	12,236.59	Payroll
8/13/2010	1396 MARK SIMO	12,236.59	Payroll
8/27/2010	1399 MARK SIMO	12,236.59	Payroll
9/10/2010	1401 MARK SIMO	11,706.14	Payroll
9/24/2010	1403 MARK SIMO	11,175.69	Payroll
10/8/2010	1405 MARK SIMO	11,175.69	Payroll
10/22/2010	1407 MARK SIMO	11,175.69	Payroll
11/5/2010	1409 MARK SIMO	11,175.69	Payroll
4/15/2010	2182 MARK SIMO	17,685.55	Product
2/26/2010	241939 MARK SIMO	10,000.00	Reimbursment

6/1/2010	2524 MARK SIMO	17,929.05	Sale of Orange 21 Stock
6/18/2010	2669 MARK SIMO	23,693.75	Sale of Orange 21 Stock
4/16/2010	2210 PAUL HUNTER	944.49	Product
6/18/2010	2727 PAUL HUNTER	288.60	Product
3/3/2010	241980 SCOTT D. BENJAMIN	994.43	Expenses
4/30/2010	2284 SCOTT D. BENJAMIN	1,145.00	Expenses
5/17/2010	2430 SCOTT D. BENJAMIN	30.00	Expenses
7/23/2010	2945 SCOTT D. BENJAMIN	379.74	Expenses
2/26/2010	80002 SCOTT D. BENJAMIN	6,784.37	Payroll
3/12/2010	100002 SCOTT D. BENJAMIN	6,784.37	Payroll
3/26/2010	120002 SCOTT D. BENJAMIN	6,784.38	Payroll
4/9/2010	140002 SCOTT D. BENJAMIN	6,784.37	Payroll
4/23/2010	160002 SCOTT D. BENJAMIN	6,874.81	Payroll
5/7/2010	180002 SCOTT D. BENJAMIN	7,300.47	Payroll
5/21/2010	200002 SCOTT D. BENJAMIN	7,626.69	Payroll
6/4/2010	220002 SCOTT D. BENJAMIN	7,626.68	Payroll
6/18/2010	240002 SCOTT D. BENJAMIN	7,626.68	Payroll
7/2/2010	260002 SCOTT D. BENJAMIN	7,626.68	Payroll
7/16/2010	280001 SCOTT D. BENJAMIN	7,626.68	Payroll
7/30/2010	300002 SCOTT D. BENJAMIN	7,626.68	Payroll
8/13/2010	320002 SCOTT D. BENJAMIN	7,626.69	Payroll
8/27/2010	340002 SCOTT D. BENJAMIN	7,626.68	Payroll
9/10/2010	360002 SCOTT D. BENJAMIN	6,991.51	Payroll
9/24/2010	380002 SCOTT D. BENJAMIN	6,356.39	Payroll
10/8/2010	400002 SCOTT D. BENJAMIN	6,356.38	Payroll
10/22/2010	420002 SCOTT D. BENJAMIN	6,356.39	Payroll
11/5/2010	440002 SCOTT D. BENJAMIN	6,356.38	Payroll
3/3/2010	241984 TONI BAGHERI	276.70	Expenses
3/22/2010	1004 TONI BAGHERI	1,132.04	Expenses
7/23/2010	2948 TONI BAGHERI	3,049.86	Expenses
8/6/2010	3088 TONI BAGHERI	2,789.90	Expenses
3/15/2010	242081 TONI BAGHERI	191.78	Interest
4/15/2010	2172 TONI BAGHERI	212.32	Interest
5/17/2010	2422 TONI BAGHERI	205.48	Interest
6/15/2010	2645 TONI BAGHERI	212.33	Interest
7/14/2010	2887 TONI BAGHERI	205.48	Interest
8/6/2010	3066 TONI BAGHERI	253.43	Interest
8/6/2010	3065 TONI BAGHERI	25,000.00	Note Payment
2/26/2010	80038 TONI BAGHERI	1,385.41	Payroll
3/12/2010	77166 TONI BAGHERI	2,314.30	Payroll
3/12/2010	100038 TONI BAGHERI	1,385.40	Payroll
3/26/2010	120039 TONI BAGHERI	1,385.40	Payroll
4/9/2010	1005 TONI BAGHERI	4,023.23	Payroll
4/9/2010	140040 TONI BAGHERI	1,385.39	Payroll
4/23/2010	160040 TONI BAGHERI	1,385.39	Payroll
5/7/2010	1025 TONI BAGHERI	4,541.02	Payroll
5/7/2010	180038 TONI BAGHERI	1,385.39	Payroll

5/21/2010	200039 TONI BAGHERI	1,385.39	Payroll
6/4/2010	1037 TONI BAGHERI	2,554.63	Payroll
6/4/2010	220040 TONI BAGHERI	1,385.39	Payroll
6/18/2010	240038 TONI BAGHERI	1,385.40	Payroll
7/2/2010	260039 TONI BAGHERI	1,385.39	Payroll
7/16/2010	1097 TONI BAGHERI	2,322.35	Payroll
7/16/2010	1098 TONI BAGHERI	30.89	Payroll
7/16/2010	280040 TONI BAGHERI	1,385.39	Payroll
7/30/2010	300039 TONI BAGHERI	1,385.40	Payroll
8/13/2010	1059 TONI BAGHERI	1,872.60	Payroll
8/13/2010	320040 TONI BAGHERI	1,385.40	Payroll
8/27/2010	340040 TONI BAGHERI	1,385.40	Payroll
9/10/2010	1074 TONI BAGHERI	5.07	Payroll
9/10/2010	1075 TONI BAGHERI	1,936.09	Payroll
9/10/2010	360039 TONI BAGHERI	1,220.42	Payroll
10/8/2010	1101 TONI BAGHERI	2,055.87	Payroll
10/8/2010	380038 TONI BAGHERI	1,051.94	Payroll
10/8/2010	400038 TONI BAGHERI	1,051.94	Payroll
10/22/2010	420038 TONI BAGHERI	1,051.93	Payroll
11/5/2010	1128 TONI BAGHERI	196.78	Payroll
11/5/2010	440037 TONI BAGHERI	967.97	Payroll

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Dragon Alliance, LLC and Dragon Optical, Inc. v. No Fear, Inc.; Simo Holdings, Inc.; No Fear Retail Stores, Inc.; No Fear MX, Inc. Case No. 37-2011-00050083-CU-BC-NC	Breach of Contract	Superior Court of the State of California, County of San Diego North County Division 325 South Melrose Drive, Suite 1000 Vista, CA 92081	Filed January 5, 2011
Mark Nix and Dustin Ray, on behalf of themselves and all others similarly situated v. No Fear Retail Stores, Inc.; Simo Holdings, Inc., et al.	Class Action	Superior Court of the State of California, County of Los Angeles 111 North Hill Street Los Angeles, CA 90012	Filed July 28, 2010
Ultimate Brand Management, LLC v. No Fear, Inc.; Simo Holdings, Inc.; No Fear Retail Stores, Inc., et al. Case No. CV10-08453 SJO (PLAx)	Civil Action	United States District Court, Central District of California 312 North Spring Street Los Angeles, CA 90012	Filed
One Industries Corp. v. Simo Holdings, Inc., et al.; case no. 37-2011-00051562-CU-BC-NC	Civil Lawsuit	San Diego Superior Court	Pending
International Manufacturing Solutions Inc. v. No Fear, Inc.; case no. 37-2010-00080899-CU-BC-SC	Civil Lawsuit	San Diego Superior Court	pending

None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
FMF Racing & Don Emler 18033 South Santa Fe Avenue Compton, CA 90221	11/4/2010	\$19,576.24 seized from California Bank & Trust checking account
FMF Racing/Don Emler 18033 South Santa Fe Avenue Compton, CA 90221	11/4/11	\$39.37 seized from Marketing account at California Bank & Trust

5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
SulmeyerKupetz	2/2/2011	\$25,000
333 South Hope Street, 35th Floor	2/4/2011	\$25,000
Los Angeles, CA 90071	2/8/2011	\$50,000
	SulmeyerKupetz was engaged by the three related Debtors as bankruptcy counsel prior to the Petition Date, and received \$150,000 in funds from the Debtors for all three cases.	\$50,000
	2/11/2011	

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Chase Bank	Operating Checking Account No. 1752	\$14,025.28 4/16/2010
Chase Bank	Operating Checking (Marketing) Account No. 9213	\$946.51 4/16/2010
Chase Bank	Zero Balance Accounts Nos. 1736 and 4601	\$0.00 4/16/2010

12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☒ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Simo Holdings, Inc.,	90-1037856	1812 Aston Ave. Carlsbad, CA 92008	The three related Debtors function together as a business enterprise that primarily involves the retail sale of causal apparel and accessories as well as protective motocross equipment and the licensing of intellectual property rights.	1990 to present

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Kenneth Aurigemma 1812 Aston Ave Carlsbad, CA 92008	2004 to present
Andrea Cooksley 1812 Aston Ave Carlsbad, CA 92008	2003 to present

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
McGladrey and Pullen, LLP	Certified Public Accountants 1455 Frazee Rd, Ste 600 San Diego, CA 92108	From 2007 to present
RSM McGladry, Inc	San Diego, CA 92108	From 2007 to present

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Same as 19a	

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

See following:

DATE ISSUED

In connection with a failed reverse merger with Gatorz, Inc., No Frear Retail Stores, Inc., issued consolidated financial statements which were published on the SEDAR website of the Canadian Securities Administrators in 2010.

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
3/1/2011	Gary Kopren	\$4,241,754.53 (includes consigned inventory of \$3,279,259.34)
8/20/2010	Gary Kopren	\$3,278,738.07 (includes consigned inventory of \$1,892,545.62)

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
3/1/2011	Kenneth Aurigemma 1812 Ashton Ave Carlsbad, CA 92008
8/20/2010	Kenneth Aurigemma 1812 Aston Ave Carlsbad, CA 92008

21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Mark Simo 1812 Aston Ave Carlsbad, CA 92008	Chief Executive Officer and Director	Common stock - 38.20%
Brian Simo 1812 Aston Ave Carlsbad, CA 92008	President, Assistant Secretary and Director	Common stock - 37.15%
Scott Benjamin 1812 Aston Ave Carlsbad, CA 92008	Executive Vice President, Secretary, General Counsel and Director	
Ken Aurigemma 1812 Aston Ave Carlsbad, CA 92008	Chief Financial Officer	

NAME AND ADDRESS
Don R. Emler
18033 South Santa Fe
Compton, CA 90221

TITLE
Shareholder

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP
Common Stock - 6.64%

22. Former partners, officers, directors and shareholders

None
☒

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None
☒

b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

23. Withdrawals from a partnership or distributions by a corporation

None
☒

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR

DATE AND PURPOSE
OF WITHDRAWAL

AMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY

24. Tax Consolidation Group.

None
☒

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None
☒

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date March 28, 2011

Signature /s/ Mark Simo
Mark Simo
Chief Executive Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
Southern District of California

In re SIMO HOLDINGS, INC., a California corporation

Debtor

Case No. 11-02898Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Brian Simo	Common Stock	2,755,500	37.15%
Don R. Emler 18033 South Santa Fe Compton, CA 90221	Common Stock		6.64%
Mark Simo	Common Stock	2,833,235	38.20%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date March 28, 2011Signature /s/ Mark Simo

Mark Simo
Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of California**

In re SIMO HOLDINGS, INC., a California corporation

Debtor(s)

Case No. 11-02898

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for SIMO HOLDINGS, INC., a California corporation in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Brian Simo

Mark Simo

☐ None [*Check if applicable*]

March 28, 2011

Date

/s/ David S. Kupetz, Esq. (State Bar No.

David S. Kupetz, Esq. (State Bar No. 125062)

Signature of Attorney or Litigant

Counsel for SIMO HOLDINGS, INC., a California corporation

SulmeyerKupetz

333 South Hope Street

35th Floor

Los Angeles, CA 90071-1406

213.626.2311 Fax:213.629.4520

CSD 1099 (Page 2) [09/26/06]

INSTRUCTIONS

1. Local Form CSD 1101, *NOTICE TO CREDITORS OF THE ABOVE-NAMED DEBTOR ADDED BY AMENDMENT OR BALANCE OF SCHEDULES*, may be used to notify any added entity. When applicable, copies of the following notices shall accompany the notice: Order for and Notice of Section 341(a) Meeting, Discharge of Debtor, Notice of Order Confirming Plan, and Proof of Claim.
2. If not filed previously and this is an ECF case, the *DECLARATION RE: ELECTRONIC FILING OF PETITION, SCHEDULES & STATEMENTS* (Local Form CSD 1801) must be filed in accordance with General Order #162.

CERTIFICATE OF SERVICE

I, the undersigned whose address appears below, certify:

That I am, and at all times hereinafter mentioned was, more than 18 years of age;

That on March 30, 2011, I served a true copy of the within BALANCE OF SCHEDULES AND/OR CHAPTER 13 PLAN by
[describe here mode of service] U.S. Mail

on the following persons [set forth name and address of each person served]:



For Chpt. 7, 11, & 12 cases:

UNITED STATES TRUSTEE
Department of Justice
402 West Broadway, Suite 600
San Diego, CA 92101



For ODD numbered Chapter 13 cases:

THOMAS H. BILLINGSLEA, JR., TRUSTEE
530 "B" Street, Suite 1500
San Diego, CA 92101



For EVEN numbered Chapter 13 cases:

DAVID L. SKELTON, TRUSTEE
525 "B" Street, Suite 1430
San Diego, CA 92101-4507



Chpt. 7 Trustee, if any:



If Chpt. 11, each member of any committee appointed: SEE ATTACHED SERVICE LIST

I certify under penalty of perjury that the foregoing is true and correct.

Executed on March 30, 2011
(Date)

/s/ Steven F. Werth, Esq.
Steven F. Werth, Esq.
SulmeyerKupetz
333 South Hope Street
35th Floor
Los Angeles, CA 90071-1406
Address

In re
NO FEAR RETAIL STORES, INC.
Case No. 11-02896-11

Jointly Administered with Case Nos.
NO FEAR MX, INC. 11-02897-MM11
SIMO HOLDINGS, INC. 11-02898-MM11

SERVICE LIST

Via U.S. Mail and Email:

OFFICE OF THE UNITED STATES TRUSTEE

Attn: Haeji Hong
402 W. Broadway, Suite 600
San Diego, CA 92101-8511
Haeji.Hong@usdoj.gov

Via Email:

OFFICIAL COMMITTEE OF UNSECURED CREDITORS —
NO FEAR RETAIL STORES, INC.

La Jolla Group
Attn: Bill Bussiere,
14350 Myford Road
Irvine, CA 92606
bill.bussiere@lajollagroup.com

Reno Retail Company, LLC
Attn: Jeffrey M. Pomeroy
2222 Arlington Avenue
Birmingham, AL 35205
jpomeroy@bayerproperties.com

SRH Productions Inc.
Attn: Ryan White
2826 La Mirada Dr., Suite B
Vista, CA 92081
Ryan@srh.com

COUNSEL FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS —
NO FEAR RETAIL STORES, INC.

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jdulberg@pszjlaw.com

COUNSEL FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS —
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